

Exhibit P

CURTIS, MALLET-PREVOST, COLT & MOSLE LLP

ATTORNEYS AND COUNSELLORS AT LAW

101 PARK AVENUE

NEW YORK, NEW YORK 10178-0061

FRANKFURT MUSCAT
HOUSTON PARIS
LONDON STAMFORD
MEXICO CITY WASHINGTON, D.C.
MILAN

TELEPHONE 212-696-6000
FACSIMILE 212-697-1559
E-MAIL INFO@CM-P.COM
INTERNET WWW.CM-P.COM

WRITER'S DIRECT:
TEL.: 212-696-6196

December 11, 2006

Bonnie Steingart, Esq.
Fried, Frank, Harris, Shriver & Jacobson LLP
One New York Plaza
New York, NY 10004-1980

Re: *Magten Asset Management Corp. and Law
Debenture Trust Co. v. NorthWestern Corp.;*
C.A. No. 04-1494-JJF

Dear Bonnie:

I am receipt of your letters dated December 4 and 5 regarding document discovery and depositions. We disagree with your contention that NorthWestern has been dilatory in responding to Magten's discovery requests. To the contrary, since your requests became operative on September 29, NorthWestern has submitted its Responses and Objections to Plaintiffs' First Request for Production of Documents, produced documents and explored with you ways to cut down the time and expense of an enormous document production by entering into stipulations where appropriate.

With respect to the proposed stipulation, once we have had an opportunity to review the draft stipulation which you are preparing, we will give you our views as to how to best represent the value of the support agreements between NorthWestern and Clark Fork. Because discovery is consolidated in these three actions, we believe you are correct that all defendants will have to agree to the stipulation.

With respect to a timetable for responding to the remainder of the requests that are not the subject of the proposed stipulation, we hope to have additional documents to you later this week. We do not agree that all of the documents produced to the SEC are necessarily relevant to the issues in this litigation. However, to the extent that the production of any of these documents are called for, and they are otherwise relevant and not privileged, they will be produced. In addition, we are advised that no documents were produced to the McGreevy plaintiffs in their lawsuit involving the Transfer. We will endeavor to continue to produce documents responsive to your requests on a continuing basis. However, until we have agreed on

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the scope of production, including any possible stipulation, we cannot advise you of the date upon which we expect NorthWestern's document production to be completed.

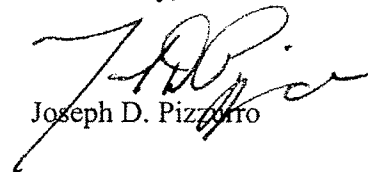
With respect to request number 8, we do not recall reaching an agreement as to how to specifically narrow this request. We would suggest limiting the request to documents covering the QUIPS and/or the QUIPS Indenture which relate to the Transfer or the impact of the Transfer on the QUIPS holders.

Your understanding of our discussion regarding our response to requests 12, 19 and 30 is accurate – we will produce responsive documents subject to our general objections.

With respect to the six witnesses you currently anticipate deposing, please be advised that they are no longer employed by NorthWestern or its subsidiaries and we do not represent them and are not authorized to accept service on their behalf. As soon as we learn the identity of counsel for these witnesses, we will pass it along. Your primary contact for Mr. Hanson, as well as Mr. Kindt should continue to be the Browning, Kaleczyc firm. We will take under advisement your request for the names of the individuals who have received Wells notices.

On a related matter, we have not yet received any of the correspondence you or your local counsel have had with non-parties regarding subpoenas.

Yours truly,



Joseph D. Pizzorri

cc: Gary L. Kaplan, Esq.
John W. Brewer, Esq.
Bijan Amini, Esq.
Jesse H. Austin, III, Esq.
Victoria W. Counihan, Esq.
Dennis E. Glazer, Esq.
David A. Jenkins, Esq.
Paul Spagnoletti, Esq.
Denise Seastone Kraft, Esq.
Adam G. Landis, Esq.
Dennis A. Meloro, Esq.
Curtis S. Miller, Esq.
Kathleen M. Miller, Esq.
John V. Snellings, Esq.
Dale R. Dubé, Esq.
Stanley T. Kaleczyc, Esq.
Kimberly A. Beatty, Esq.